



The Greenbrier Companies, Inc.

RECORDATION NO. 24259-A FILED One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553
SEP 05 '06 3-48 PM

SURFACE TRANSPORTATION BOARD

September 1, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of an Amendment Dated July 1, 2004 to Memorandum of Lease Agreement for Rider No. 1 dated as of March 1, 2000, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement for Rider No. 1 dated as of March 1, 2000, which was duly filed and recorded on December 26, 2002 and assigned Recordation Number 24259.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Company LLC
formerly known as Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: GWI Leasing Corporation
1200 - C Scottsville Road, Suite 20
Rochester, NY 14624

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A description of the railroad equipment covered by the enclosed document is:

One hundred eighteen (118) 60-foot, Plate F boxcars with single 10-foot plug doors; one hundred (100) of which are marked and numbered AOK 110100 through AOK 110199, inclusive, and 18 of which are marked and numbered as indicated below.

AOK 167063	AOK 167177
AOK 167108	AOK 167181
AOK 167135	AOK 167183
AOK 167137	AOK 167191
AOK 167142	AOK 167192
AOK 167143	AOK 167194
AOK 167164	AOK 167208
AOK 167171	AOK 167210
AOK 167173	AOK 167219

Also enclosed is a payment of \$34 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Board's Index is:

Amendment Dated July 1, 2004 to Memorandum of Lease Agreement for Rider No. 1 dated as of March 1, 2000, between Greenbrier Leasing Company LLC, formerly known as Greenbrier Leasing Corporation, Lessor and GWI Leasing Corporation, Lessee.

Sincerely,



Janet E. Germer
Executive Assistant

jeg
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

AMENDMENT DATED JULY 1, 2004

TO

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC,
FORMERLY KNOWN AS GREENBRIER LEASING CORPORATION ("LESSOR")

AND

GWI LEASING CORPORATION ("LESSEE")

MARCH 1, 2000

RIDER NO. 1

MARCH 1, 2000

Amendment dated effective July 1, 2004, to Memorandum of Lease and Rider No. 1 thereto, made and entered into as of March 1, 2000, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company formerly known as Greenbrier Leasing Corporation ("Lessor") and GWI Leasing Corporation, a Delaware corporation ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of three hundred (300) 60-foot, Plate F boxcars with single 10-foot plug doors bearing marks and numbers AOK 110000 through AOK 110199, inclusive, and CRLE 18200 through CRLE 18299, inclusive; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to an amendment to the underlying lease by deleting 200 of the railcars and adding 18 additional railcars;

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred eighteen (118) 60-foot, Plate F boxcars with single 10-foot plug doors; one hundred (100) of which are marked and numbered AOK 110100 through AOK 110199, inclusive, and 18 of which are marked and numbered as indicated below.

AOK 167063	AOK 167177
AOK 167108	AOK 167181
AOK 167135	AOK 167183
AOK 167137	AOK 167191
AOK 167142	AOK 167192
AOK 167143	AOK 167194
AOK 167164	AOK 167208
AOK 167171	AOK 167210
AOK 167173	AOK 167219

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

GWILEASING CORPORATION

BY: Norris M. Webb

BY: David L. Powell

NAME: Norris M. Webb

NAME: DAVID L. POWELL

TITLE: Executive Vice President

TITLE: PRESIDENT

DATE: 8/30/06

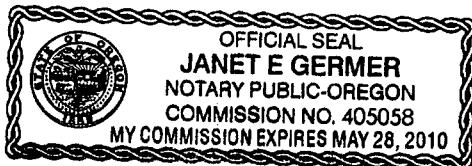
DATE: AUG. 1, 2006

STATE OF OREGON)

) ss.

COUNTY OF CLACKAMAS)

On this 30th day of August, 2006, before me personally appeared Norris M. Webb to me personally known, who being by me duly sworn, says that s/he is the Executive Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Janet E. Germer
NOTARY PUBLIC
My commission expires: 5/28/2010

STATE OF Florida)

) ss.

COUNTY OF Duval)

On this 1 day of August, 2006, before me personally appeared David Powell, to me personally known, who being by me duly sworn, says that s/he is the President of GWI Leasing Corporation and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Karen R. McClaskey
NOTARY PUBLIC
My commission expires: 6/26/07

